

SCHWARTZER & MCPHERSON LAW FIRM  
 2850 South Jones Boulevard, Suite 1  
 Las Vegas, Nevada 89146-5308  
 Tel: (702) 228-7590 • Fax: (702) 892-0122

1 Annette W. Jarvis, Utah Bar No. 1649  
 2 Steven C. Strong, Utah Bar No. 6340  
 3 RAY QUINNEY & NEBEKER P.C.  
 4 36 South State Street, Suite 1400  
 5 P.O. Box 45385  
 6 Salt Lake City, Utah 84145-0385  
 Telephone: (801) 532-1500  
 Facsimile: (801) 532-7543  
 Email: [ajarvis@rqn.com](mailto:ajarvis@rqn.com)

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7 Lenard E. Schwartzer, Nevada Bar No. 0399  
 8 Jeanette E. McPherson, Nevada Bar No. 5423  
 SCHWARTZER & MCPHERSON LAW FIRM  
 9 2850 South Jones Boulevard, Suite 1  
 Las Vegas, Nevada 89146-5308  
 Telephone: (702) 228-7590  
 Facsimile: (702) 892-0122  
 E-Mail: [bkfilings@s-mlaw.com](mailto:bkfilings@s-mlaw.com)

12 Attorneys for Debtors

**UNITED STATES BANKRUPTCY COURT**

**DISTRICT OF NEVADA**

15 In re: 16 USA COMMERCIAL MORTGAGE COMPANY, 17 Debtor.	15 Case No. BK-S-06-10725 LBR 16 Case No. BK-S-06-10726 LBR 17 Case No. BK-S-06-10727 LBR 18 Case No. BK-S-06-10728 LBR 19 Case No. BK-S-06-10729 LBR 20 Chapter 11 21 Jointly Administered Under 22 Case No. BK-S-06-10725 LBR
17 In re: 18 USA CAPITAL REALTY ADVISORS, LLC, 19 Debtor.	
19 In re: 20 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, 21 Debtor.	
21 In re: 22 USA CAPITAL FIRST TRUST DEED FUND, LLC, 23 Debtor.	
23 In re: 24 USA SECURITIES, LLC, Affects: 25 <input checked="" type="checkbox"/> All Debtors 26 <input type="checkbox"/> USA Commercial Mortgage Company 27 <input type="checkbox"/> USA Securities, LLC 28 <input type="checkbox"/> USA Capital Realty Advisors, LLC 29 <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC 30 <input type="checkbox"/> USA Capital First Trust Deed Fund, LLC	<b>SUPPLEMENT TO SECOND AND FINAL APPLICATION OF RAY QUINNEY &amp; NEBEKER P.C. FOR COMPENSATION AND REIMBURSEMENT PURSUANT TO 11 U.S.C. § 330 FOR THE PERIOD APRIL 13, 2006 THROUGH MARCH 12, 2007</b>  Hearing Date: June 22, 2007 Hearing Time: 9:30 a.m.

1 Ray Quinney & Nebeker P.C. ("RQN"), counsel to USA Commercial Mortgage Company  
 2 ("USACM"), USA Capital Realty Advisors, LLC ("USA Realty"), USA Capital Diversified Trust  
 3 Deed Fund, LLC ("DTDF"), USA Capital First Trust Deed Fund, LLC ("FTDF"), and USA  
 4 Securities, LLC ("USA Securities") (collectively, the "Debtors"), hereby files this Supplement to  
 5 Second and Final Application of Ray Quinney & Nebeker P.C. for Compensation and  
 6 Reimbursement Pursuant to 11 U.S.C. § 330 for the Period April 13, 2006 through March 12,  
 7 2007 (the "Supplement").

8 1. On April 26, 2007, RQN filed its Second and Final Application of Ray Quinney &  
 9 Nebeker P.C. for Compensation and Reimbursement Pursuant to 11 U.S.C. § 330 for the Period  
 10 April 13, 2006 through March 12, 2007 (the "Final Application").

11 2. The Final Application sought compensation for services and reimbursement for  
 12 actual and necessary expenses RQN provided on behalf of each of the Debtors in the following  
 13 amounts:

<u>Debtor</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
USA Commercial Mortgage Company	\$2,657,744.77	\$169,965.34	\$2,827,710.11
USA Capital First Trust Deed Fund, LLC	\$547,752.61	\$34,757.47	\$582,510.08
USA Capital Diversified Trust Deed Fund, LLC	\$469,131.71	\$29,836.96	\$498,968.97
USA Capital Realty Advisors, LLC	\$2,629.07	\$172.96	\$2,802.03
USA Capital Securities, LLC	\$1,944.36	\$129.96	\$2,074.31
<b>TOTAL</b>	<b>\$3,679,202.52</b>	<b>\$234,862.68</b>	<b>\$3,914,065.20</b>

20 3. RQN has not received any objections to the Final Application. However, RQN did  
 21 receive from the Official Committee of Equity Security Holders of USA Capital First Trust Deed  
 22 Fund, LLC ("the FTDF Committee") letters detailing discrete allocation objections to RQN's  
 23 February 2007 monthly invoices and its March 2007 monthly invoices.

24 4. In evaluating the issues raised in the letter objections from FTDF to RQN's  
 25 February 1 through March 12 invoices, RQN believes it is appropriate to reallocate \$8,915.50  
 26 from FTDF to USACM. Although RQN believes that on an overall basis its allocation of fees to  
 27 FTDF was appropriate, RQN is willing to make this allocation adjustment in order to resolve the  
 28 issues raised by the FTDF Committee. RQN believes it is appropriate to reallocate these fees to

1 USACM because they relate to work performed for USACM's benefit (the majority of these fees  
 2 are derived from work related to the Placer Vineyards loan servicing matter (\$5,549.00); the Del  
 3 Bunch Appeal (\$1,751.75) and the post-closing transition of various loans to Compass Partners,  
 4 LLC (\$1,187.50)).

5       5. Furthermore, although no objections to RQN's fees have been raised by any of the  
 6 other official committees in these cases, RQN has discussed with Mr. Landis, Assistant United  
 7 States Trustee, a voluntary 2% reduction of fees to account for certain technical issues the United  
 8 States Trustee may have with the RQN Final Application that are inherent in the large fee  
 9 applications of all professionals filed in the Debtors' cases.

10     6. Accordingly, as requested by the United States Trustee, RQN has agreed to  
 11 voluntarily reduce its requested compensation by \$73,584.05 (2% of RQN's fees to each of the  
 12 Debtors).

13     7. This voluntary reduction is made in addition to the voluntary fee reductions  
 14 previously made by RQN in the amount of \$183,837.38 and the 50% voluntary reduction given  
 15 the Debtors for fees incurred by RQN in the preparation of RQN's Monthly Statements and the  
 16 interim fee application and the Final Application (an estimated \$90,000.00 reduction) as described  
 17 in the Final Application..

18     8. Furthermore, RQN has already implicitly provided the Debtors with a significant  
 19 reduction by billing at hourly rates significantly lower than the other attorneys employed in this  
 20 case. For example, the blended hourly rate for RQN attorneys in this case was \$253.52. The next  
 21 lowest blended hourly rate for attorneys was \$291.84 by Beckley Singleton, Chtd.

22     9. By billing at this significantly lower rate, while at the same time providing  
 23 exceptional legal services in a very difficult and contentious case (as explained in detail in the  
 24 Final Application and its attachments), RQN has implicitly provided an additional benefit to the  
 25 estates of at least \$528,465.75 (comparing RQN's blended hourly rate with the next lowest rate).

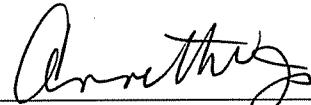
26     10. Additionally, RQN has agreed not to pursue its request for a fee enhancement.  
 27 RQN requested the fee enhancement largely in part because of the implicit reduction RQN was  
 28 already taking on its low hourly rates and wanted to reserve its rights to seek an enhancement if

1 the requested time reductions were too large. However, given the agreement reached with the  
 2 United States Trustee on the 2% reduction, and the lack of any other formal objection to the Final  
 3 Application, RQN is withdrawing any enhancement request.

4       11. Accordingly, RQN respectfully requests that the Court approve and award final  
 5 compensation and expense reimbursement to RQN, adjusted as follows:

<u>Debtor</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
USA Commercial Mortgage Company	\$2,613,327.07	\$169,965.33	\$2,783,292.40
USA Capital First Trust Deed Fund, LLC	\$528,060.36	\$34,757.47	\$562,817.83
USA Capital Diversified Trust Deed Fund, LLC	\$459,749.08	\$29,836.96	\$489,586.04
USA Capital Realty Advisors, LLC	\$2,576.49	\$172.96	\$2,749.45
USA Capital Securities, LLC	\$1,905.47	\$129.96	\$2,035.43
<b>TOTAL</b>	<b>\$3,605,618.47</b>	<b>\$234,862.68</b>	<b>\$3,840,481.15</b>

11       12 Respectfully submitted this 5<sup>th</sup> day of June, 2007.



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